

This instrument prepared by:
 AUSTIN LAW FIRM
 316 W. Commerce St.
 Hernando, MS 38632
 (601)-429-7888

H95042

JOHN MCGAVOCK GRIDER, III, TRUSTEE
 UNDER THE JOHN MCGAVOCK GRIDER LIVING TRUST

AND

NANCY POWELL GRIDER, TRUSTEE
 UNDER THE NANCY POWELL GRIDER LIVING TRUST,
 GRANTORS

WARRANTY

TO

DEED

LARRY S. POE AND MARGARET G. POE,
 GRANTEEES

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, John McGavock Grider, III, Sole Trustee under the John McGavock Grider Living Trust, dated April 22, 1993, and Nancy Powell Grider, Sole Trustee under the Nancy Powell Grider Living Trust, dated April 22, 1993, do each hereby sell, convey, and warrant unto Larry S. Poe and Margaret G. Poe, as joint tenants with full rights of survivorship and not as tenants in common, a one-half interest in the land lying and being situated in DeSoto County, Mississippi, described as follows, to-wit:

Lot 115, Section A, Lake O'The Hills Subdivision, located in Sections 19 and 20, Township 3 South, Range 9 West, as shown on plat of said subdivision of record in Plat Book 2, Pages 29-33, in the office of the Chancery Clerk of DeSoto County, Mississippi, to which plat reference is hereby made for a more particular description of said lot.

And being the same property conveyed to the grantors herein by Quit Claim Deed of record in Book 260, Page 778, Chancery Clerk's Office, DeSoto County, Mississippi.

The warranty in this deed is subject to rights of ways and easements for public roads and public utilities, to building, zoning, subdivision and health department regulations in effect in DeSoto County, Mississippi.

Taxes for 1995 have been prorated, and possession is given with this deed.

WITNESS OUR signatures, this the 22nd day of March, 1995.

JOHN MCGAVOCK GRIDER, III
 LIVING TRUST

By: John McGavock Grider III
 John McGavock Grider, III,
 Trustee

NANCY POWELL GRIDER
 LIVING TRUST

By: Nancy Powell Grider
 Nancy Powell Grider, Trustee

STATE OF MISSISSIPPI
 DE SOTO CO.

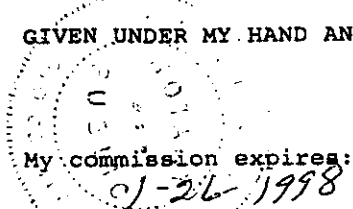
MAR 23 9 35 AM '95

BK 283 PG 124
 W.E. LANE CH. CLK.
 by P. Storkay, cc

STATE OF MISSISSIPPI:
COUNTY OF DESOTO:

PERSONALLY APPEARED before me, the undersigned authority at law, in and for the State and County aforesaid, the within named JOHN MCGAVOCK GRIDER, III, Trustee under the JOHN MCGAVOCK GRIDER, III LIVING TRUST, and NANCY POWELL GRIDER, Trustee under the NANCY POWELL GRIDER LIVING TRUST, who acknowledged that they signed and delivered the above and foregoing Deed on the day and year therein mentioned, as their free act and deed, and for the purposes therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 22nd day of March, 1995.



Hella H. Bonsting
Notary Public

Grantors Address:
2318 Lovitt
Memphis, TN 38119
Phone: Res.- 901-767-3844
Bus.- 901-767-3844

Grantees Address:
2002 Konawa Rd.
Hernando, MS 38632
Phone: Res.- 429-1564
Bus.- 429-1564

AFFIDAVIT OF TRUST

TO WHOM IT MAY CONCERN: In consideration of your opening and/or maintaining accounts for the Trust named below, the undersigned certify as follows: -

1. The name of the Trust to which this Affidavit applies is the JOHN MCGAVOCK GRIDER, III, sole Trustee, or his successors in trust, under the JOHN MCGAVOCK GRIDER, III LIVING TRUST, dated April 22, 1993, and any amendments thereto.

2. The date of the latest Trust Amendment is: N/A

3. The Trustmaker is: JOHN MCGAVOCK GRIDER, III

4. The current Trustee is: JOHN MCGAVOCK GRIDER, III

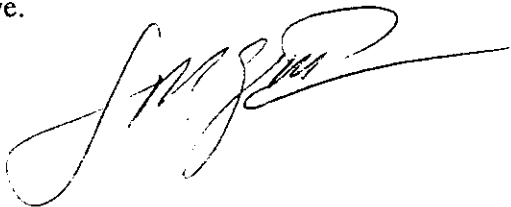
When naming any joint Trustees, including successor Trustees, the terms "and" and "or" may be used between their names. In all such cases, when a Trustmaker is serving jointly with another Trustee, the Trustmaker may transfer assets or conduct any of the business on behalf of the trust, without the consent of any other Trustee, regardless of whether the term "and" or "or" has been used to identify them as Trustees of the trust.

5. The Successor Trustees are: NANCY POWELL GRIDER, PAUL MCGAVOCK GRIDER, NENA GRIDER

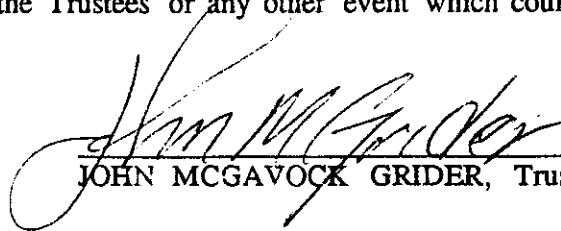
6. You are authorized to accept orders and other instructions from any of the Trustees or Successor Trustees. If a Trustmaker is serving jointly with another Trustee, any Trustmaker may transfer assets and conduct any of the business on behalf of the trust as a Trustee without the consent of any other Trustee. In all other cases, when two or more Trustees are acting, the concurrence and joinder of a majority of Trustees is required to control in all matters pertaining to the administration of any trust under this agreement. If only two Trustees are acting, and neither Trustee is a Trustmaker, the concurrence and joinder of both shall be required.

7. All Trustees (including Successors) have the power under the Trust and applicable law to enter into all types of transactions, including but not limited to purchases and sales.

8. The Trust Agreement indemnifies and holds you harmless from any liability for effecting transactions at the request of any of the Trustees or Successor Trustees named above.

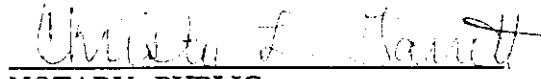


9. The undersigned agrees to inform you in writing of any amendment to the Trust, any change in the composition of the Trustees or any other event which could materially alter this Affidavit.

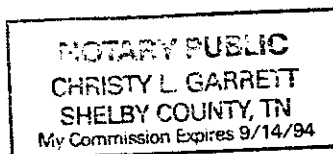

JOHN MCGAVOCK GRIDER, Trustee

STATE OF TENNESSEE, COUNTY OF SHELBY

SWORN TO AND SUBSCRIBED before me this the 22nd day of April, 1993.


NOTARY PUBLIC

My Commission Expires: 9/14/94



Affidavit of Trust with Exhibits

1. The following trust is the subject of this Affidavit:

JOHN MCGAVOCK GRIDER, III, sole Trustee, or his successors in trust, under the JOHN MCGAVOCK GRIDER, III LIVING TRUST, dated April 22, 1993, and any amendments thereto.

2. The name of the currently acting sole Trustee of the trust is JOHN MCGAVOCK GRIDER, III.

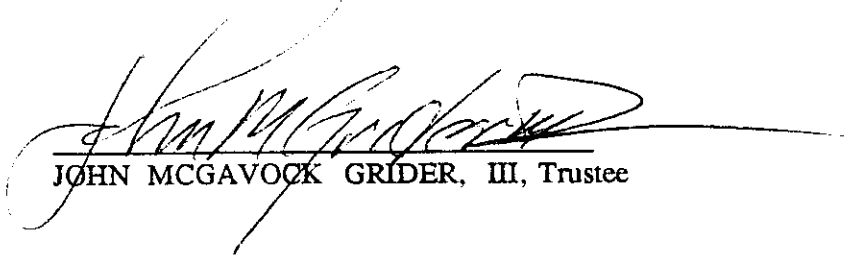
If a Trustmaker is serving jointly with another person as Trustee, any Trustmaker may act for and conduct business on behalf of the trust as a Trustee without the consent of any other Trustee. In all other cases, when two or more Trustees are acting, the concurrence and joinder of a majority of Trustees is required to control in all matters pertaining to the administration of any trust under this agreement. If only two Trustees are acting, the concurrence and joinder of both shall be required.

3. The trust is currently in full force and effect.
4. The undersigned Trustee of this Affidavit agrees to furnish upon request copies of any of the following Articles from the aforesaid Trust:

a. Article One	-	Creation of the trust and initial Trustees
b. Article Four	-	Statement of revocability of the trust
c. Article Fifteen	-	Successor Trustees
d. Article Seventeen	-	Powers of the Trustees
e. Article Eighteen	-	Signature pages
5. All other trust provisions are of a personal nature and set forth the distribution of trust property. They do not modify the powers of the Trustees.
6. The signatory of this Affidavit is currently the acting Trustee of the trust and declares that the foregoing statements and the attached trust provisions are true and correct, under penalty of perjury.

JMG

7. This Affidavit is dated April 22, 1993.

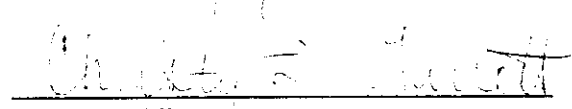

JOHN MCGAVOCK GRIDER, III, Trustee

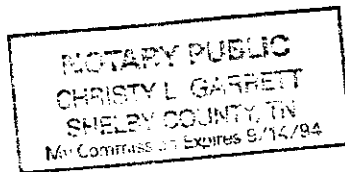
STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

The foregoing Affidavit of Trust was acknowledged before me on April 22, 1993, by JOHN MCGAVOCK GRIDER, III, as sole Trustee.

Witness my hand and official seal.

My commission expires:

9/14/94

Notary Public



AFFIDAVIT OF TRUST

TO WHOM IT MAY CONCERN: In consideration of your opening and/or maintaining accounts for the Trust named below, the undersigned certify as follows:

1. The name of the Trust to which this Affidavit applies is the NANCY POWELL GRIDER, sole Trustee, or her successors in trust, under the NANCY POWELL GRIDER LIVING TRUST, dated April 22, 1993, and any amendments thereto.

2. The date of the latest Trust Amendment is: N/A

3. The Trustmaker is: NANCY POWELL GRIDER

4. The current Trustee is: NANCY POWELL GRIDER

When naming any joint Trustees, including successor Trustees, the terms "and" and "or" may be used between their names. In all such cases, when a Trustmaker is serving jointly with another Trustee, the Trustmaker may transfer assets or conduct any of the business on behalf of the trust, without the consent of any other Trustee, regardless of whether the term "and" or "or" has been used to identify them as Trustees of the trust.

5. The Successor Trustees are: JOHN MCGAVOCK GRIDER, III. PAUL MCGAVOCK GRIDER, NENA GRIDER

6. You are authorized to accept orders and other instructions from any of the Trustees or Successor Trustees. If a Trustmaker is serving jointly with another Trustee, any Trustmaker may transfer assets and conduct any of the business on behalf of the trust as a Trustee without the consent of any other Trustee. In all other cases, when two or more Trustees are acting, the concurrence and joinder of a majority of Trustees is required to control in all matters pertaining to the administration of any trust under this agreement. If only two Trustees are acting, and neither Trustee is a Trustmaker, the concurrence and joinder of both shall be required.

7. All Trustees (including Successors) have the power under the Trust and applicable law to enter into all types of transactions, including but not limited to purchases and sales.

8. The Trust Agreement indemnifies and holds you harmless from any liability for effecting transactions at the request of any of the Trustees or Successor Trustees named above.

NP

9. The undersigned agrees to inform you in writing of any amendment to the Trust, any change in the composition of the Trustees or any other event which could materially alter this Affidavit.

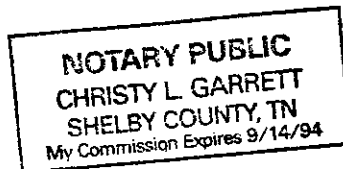
Nancy Powell Grider
NANCY POWELL GRIDER, Trustee

STATE OF TENNESSEE, COUNTY OF SHELBY

SWORN TO AND SUBSCRIBED before me this the 22nd day of April, 1993.

Christy L. Garrett
NOTARY PUBLIC

My Commission Expires: 9/14/94



AFFIDAVIT OF TRUST WITH EXHIBITS

As you buy and sell various assets, you will be transacting your business as a trustee of your Loving Trust. The people whom you deal with will want to know - and verify - that your Loving Trust is, in fact, in existence, that you are really one of its trustees, and that you and the other trustees have the authority to transact the business at hand as a trustee.

It would be cumbersome for you to provide others with your entire Loving Trust or Loving Trust Compendium. This would give them far more information than they want, need, or are entitled to. It would also destroy the confidentiality built into your Loving Trust plan.

Your Affidavit of Trust with Exhibits is a document that enables you to avoid disclosing the personal information contained in your Loving Trust plan. It contains all the information that will be needed by people you do business with.

The information from your Loving Trust that is included in your Affidavit of Trust with Exhibits are those that set forth:

1. The identity of your trust and its trustee(s).
2. The powers and authority which you granted to your trustee(s) to transact business on behalf of your Loving Trust.
3. The date you executed your trust.

You will be using your Affidavit of Trust with Exhibits repeatedly over the years as you buy and sell trust assets. We strongly recommend that you make copies of the affidavit each time you need these documents. Leave the original in your Loving Trust Portfolio.

Affidavit of Trust with Exhibits

1. The following trust is the subject of this Affidavit:

NANCY POWELL GRIDER, sole Trustee, or her successors in trust, under the NANCY POWELL GRIDER LIVING TRUST, dated April 22, 1993, and any amendments thereto.

2. The name of the currently acting sole Trustee of the trust is NANCY POWELL GRIDER.

If a Trustmaker is serving jointly with another person as Trustee, any Trustmaker may act for and conduct business on behalf of the trust as a Trustee without the consent of any other Trustee. In all other cases, when two or more Trustees are acting, the concurrence and joinder of a majority of Trustees is required to control in all matters pertaining to the administration of any trust under this agreement. If only two Trustees are acting, the concurrence and joinder of both shall be required.

3. The trust is currently in full force and effect.

4. The undersigned Trustee of this Affidavit agrees to furnish upon request copies of any of the following Articles from the aforesaid Trust:

- | | | |
|----------------------|---|--|
| a. Article One | - | Creation of the trust and initial Trustees |
| b. Article Four | - | Statement of revocability of the trust |
| c. Article Fifteen | - | Successor Trustees |
| d. Article Seventeen | - | Powers of the Trustees |
| e. Article Eighteen | - | Signature pages |

5. All other trust provisions are of a personal nature and set forth the distribution of trust property. They do not modify the powers of the Trustees.

6. The signatory of this Affidavit is currently the acting Trustee of the trust and declares that the foregoing statements and the attached trust provisions are true and correct, under penalty of perjury.

hpf

7. This Affidavit is dated April 22, 1993.

Nancy Powell Grider
NANCY POWELL GRIDER, Trustee

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

The foregoing Affidavit of Trust was acknowledged before me on April 22, 1993, by NANCY POWELL GRIDER, as sole Trustee.

Witness my hand and official seal.

My commission expires:

9/14/94
Christy L. Garrett
Notary Public

NOTARY PUBLIC
CHRISTY L. GARRETT
SHELBY COUNTY, TN
My Commission Expires 9/14/94